

**CERTIFICATE OF INCORPORATION
OF
DANIEL M. KENNY, JR. MEMORIAL SCHOLARSHIP FUND**

UNDER SECTION 402 OF THE NOT-FOR-PROFIT CORPORATION LAW

The undersigned, a natural person of the age of eighteen years or over, desiring to form a corporation pursuant to the provisions of the Not-for-Profit Corporation Law of the State of New York, hereby states:

FIRST: The name of the Corporation is “Daniel M. Kenny, Jr. Memorial Scholarship Fund”, hereinafter sometimes called “the Corporation.”

SECOND: The Corporation is a corporation as defined in subparagraph (a)(5) of section 102 of the Not-for-Profit Corporation Law.

THIRD: The Corporation is a Type B corporation under section 201 of the Not-for-Profit Corporation Law.

FOURTH: The purposes for which the Corporation is formed are charitable, scientific and educational purposes, more specifically to award scholarships to graduating high school seniors for college study, to be applied to tuition, fees, books, or living expenses at an accredited college, university or trade school; to sponsor programs and seminars for raising awareness of heart-related medical and fitness issues; and to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof.

FIFTH: Notwithstanding any other provision of these articles, the Corporation is organized exclusively for one or more of the purposes, as specified in Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, and shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

SIXTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, director, officers or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of its purposes as set forth in this certificate of incorporation.

SEVENTH: No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section 501 [h]), and the Corporation shall not participate in, or intervene (including the publication or distributions of statements) any political campaign on behalf of or in opposition to any candidate, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

EIGHTH: In the event of dissolution, the remaining assets and property of the Corporation after necessary expenses thereof shall be distributed to another organization or organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose upon approval of a Justice of the Supreme Court of the State of New York.

NINTH: In any taxable year in which the Corporation is a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1954, (A) the Corporation shall distribute its income for said period at such time and in such manner as not to subject it to tax under Section 4942 of said Code; and (B) the Corporation shall not (1) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (2) retain any excess business holdings as defined in Section 4943(c) of the Code; (3) make any investment in such manner as to subject the corporation to tax under Section 4944 of the Code; or (4) make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent Federal tax laws.

TENTH: The office of the Corporation is to be located in the County of Putnam, State of New York.

ELEVENTH: The Corporation shall be operated by a board of directors, the number of which is to be no less than three.

TWELFTH: The names and addresses of the initial directors until its organizational meeting are:

<u>NAME</u>	<u>ADDRESS</u>
Sandra Kenny	257 Fair Street, Carmel New York 10512
Brett Peter Linn	54 Ponderosa Road, Carmel, New York 10512
Nicholas Baviello	6 Lindy Drive, Carmel, New York 10512

THIRTEENTH: The Secretary of State of the State of New York is hereby designated the agent of the Corporation upon whom process against it may be served. The post office address to which the secretary of State shall mail a copy of any process against the Corporation served upon him as agent of the corporation is c/o Sandra Kenny, 257 Fair Street, Carmel, New York 10512.

IN WITNESS WHEREOF, this certificate has been signed by the undersigned subscriber the _____ day of _____, 20____.

BRETT PETER LINN
Incorporator

STATE OF NEW YORK)
) ss.:
COUNTY OF _____)

On this _____ day of _____, 2007, before me personally came Brett Peter Linn, to me known and known to me to be the person described in and who executed the foregoing Certificate of Incorporation and s/he duly acknowledged to me that s/he executed the same.

NOTARY PUBLIC